

NOTE: Please photocopy both sides
and retain for your files.

NOTICE OF INTENTION TO SOLICIT

To Appeal or Solicit for
Charitable Purposes in the
UNINCORPORATED Portions of the
COUNTY OF LOS ANGELES
BUSINESS LICENSE COMMISSION
374 Kenneth Hahn Hall of Administration
500 West Temple Street
Los Angeles CA 90012
Telephone: 213/974-7691

ALL QUESTIONS MUST BE ANSWERED, PLEASE TYPE OR PRINT.

(Los Angeles County Code, Volume 3, Title 7, Chapter 7-24 requires that this Notice of Intention to be filed at least 30 days prior to beginning your solicitation or advertisement for your fund-raising activity. No advertisement or solicitation may begin until this office has issued an Information Card. "No" or "None" may be written where appropriate on this form. Additional Information may be added on separate sheets; however *do not* add separate sheets in lieu of answering the questions on this form.)

1. L. A. GOAL When organized: 1969
(Full Name of Organization) Incorporated: 2-5-1973
2. 4911 OVERLAND AVE, CULVER CITY, CA 90230 Yes No
(Address: Street, City and Zip Code) 310-838-5274 (Telephone - Daytime)
3. PETITE KONSTANTIN - SAME AS ABOVE 310-838-5274 info@lagoal.org
(Name of Person in Charge of Appeal - Address and Zip Code) (Telephone - Daytime and E-mail Address)
4. TO CONDUCT OR SOLICIT: GENERAL APPEAL
(If only to solicit funds, it would be a General Appeal, if a specific event, state type of event)
5. WHERE and WHEN this fund-raising activity will be held: DOES NOT APPLY
(If specific event, exact dates)
6. Solicitation/Advertisement starts 4-15-13 ; ends 12-31-13
(Specific date, or when issued) (Last day of specified event)
7. SPECIFIC Purpose of this Solicitation: TO SUPPORT OUR PROGRAMS FOR ADULTS WITH DEVELOPMENTAL DISABILITIES
8. ANTICIPATED Gross Goal (Before deducting expenses): \$ 3,000 \$ 362,000 \$ 35,000
(LOCAL) (STATE) (NATIONAL)
9. If this solicitation or activity is conducted on behalf of another organization, give its name and address and enclose a copy of a letter of authorization from organization(s).
10. Solicitation/Advertisement to be made by means of (indicate by checking below):
() Volunteer Solicitors () Box Office Sales () Posters () Bulletins
() Paid Solicitors () Telephone () Newspapers
() Personal Approach () Radio/Television (X) Mail
Other _____ methods _____ (specify): _____
11. Admission: \$ DOES NOT APPLY Tickets _____ Invitations _____ No. Printed _____
Numbered _____

SPECIFY PER PERSON
PER COUPLE

Selling prices: (Ads, cookies, etc.) _____

Games: _____

Cost of Carnival Tickets: _____

Rides: _____

12. Itemized list of ANTICIPATED expenses to be incurred in conducting this solicitation only:

Salaries NONE
 Solicitors _____
 Managers _____
 Promoters _____
 Other _____
 Rents _____
 Music _____
 Telephone _____

Printing Advertisement 6,250
 Stationery/Postage 3,000
 Prizes NONE
 Cost of Merchandise NONE
 Refreshments/Meals 500
 Miscellaneous: Decorations 500
BANK CARD PROCESSING 1,000
 ANTICIPATED TOTAL \$ 11,250

13. a. 30% Percent (anticipated) of gross contributions for expenses (divide gross goal --Item No. 8-- into expenses ---Item No. 12.---)
 b. 97% Percent (anticipated) of gross contributions to be used as specified in application (subtract percent for expenses --- 13. a. --- from 100%)
 c. 0% Percent of the proceeds to be used outside of Los Angeles County and specify where it will be use (If applicable) NONE

NOTE: PLEASE BREAK ALL PERCENTAGES DOWN TO THE NEAREST TENTH.

14. I the signer of this Notice of Intention, attach hereto copies of the following as required:
- a. Articles of Incorporation and/or Bylaws of this organization (BOTH if group is incorporated)
 - b. Names, Titles and Terms of Offices for two Officers of this organization
 - c. Current Financial Statement (treasurer's report, audit, etc.)
 - d. A statement of any and all agreements or understandings made or had with any agent, solicitor, promoter or manager of this solicitation, or a copy of such agreement or understanding, if it is in writing. NONE
 - e. Tax exemption certificate. State & Federal

(Items a, b, c and e above must be submitted. If items c or d do not apply to your group, indicate "none")

I have read and understand the provisions of Los Angeles County Code, volume 3, Title 7, Chapter 7-24 and before authorizing any person to solicit, I will require the solicitor to read Sections 7-24-010 to 7-24-400 of said Ordinance.

Within 30 days after the completion of the solicitation, I will submit the Report of Results of Activity form to the Business License Commission, indicating all receipts and expenditures of this appeal/activity.

PLEASE PRINT NAME AND THEN SIGN. AN OFFICER OF THE ORGANIZATION MUST SIGN.

"I declare under penalty of perjury under the laws of the County of Los Angeles and the State of California that the foregoing is true and correct."

Petite Anastatin EXECUTIVE DIRECTOR
 (Signature and Title)
% L.A. 60AL, 4911 OVERLAND AVE, CULVER CITY, CA 90230
 (Complete Address)
310-838-5274 3-4-13
 Daytime Telephone Number Today's Date

NON-COMPLIANCE WITH, OR VIOLATION OF, LOS ANGELES COUNTY CODE, VOLUME 3, TITLE 7, CHAPTER 7-24, IS A MISDEMEANOR PUNISHABLE BY A FINE OR IMPRISONMENT -- OR BOTH.

IMPORTANT REMINDER: A current list of officers and a current financial statement or audit must be sent at least once annually to keep your file updated. Other documents are not necessary unless they have new or additional information, or amendments.

Please give the name and telephone number of a person that we may contact for questions regarding the "NOTICE OF INTENTION" application.

Name: LAURA O'NEAL Telephone No. 310-838-5274

ARTICLES OF INCORPORATION
OF
LOS ANGELES GREATER OPPORTUNITIES FOR ADVANCED
LIVING (L.A. GOAL), A NON-PROFIT CORPORATION

ENDORSED
FILED

In the office of the Secretary of State
of the State of California

FEB 5 1973

EDMUND G. BROWN, Secretary of State
By JAMES E. HARRIS
Deputy

I

The name of this corporation is LOS ANGELES
GREATER OPPORTUNITIES FOR ADVANCED LIVING (L.A. GOAL),
A NON-PROFIT CORPORATION.

II

The purposes for which this corporation is
formed are:

(a) Specific and primary purposes: To operate
an organization exclusively for charitable purposes
(within the meaning of the Internal Revenue Code,
§501(c)(3) and California Revenue and Taxation Code,
§23701(d), no part of the net earnings of which inures
to the benefit of any private shareholder or individual,
no substantial part of the activities of which is
carrying on propaganda or otherwise attempting to
influence legislation, and that does not participate
in, or intervene in (including the publishing or dis-
tributing of statements), any political campaign on
behalf of any candidate for public office.

The purpose of the organization is to aid
exceptional young adults who are in some way handicapped
in their abilities to function independently in society,

and to offer functional education and training which will permit their fullest participation in the social and economic life of the community.

(b) The general purposes and powers are:

(1) To solicit, collect, acquire, hold, and invest money and property, both real and personal, including money and property received by gift, contribution, bequest, or devise; to sell and convert property, both real and personal, into cash; and to use the funds of this corporation and the proceeds, income, rents, issues, and profits derived from any property of this corporation for any of the purposes for which this corporation is formed;

(2) To purchase, acquire, own, hold, sell, assign, transfer, dispose of, mortgage, pledge, hypothecate, or encumber, and to deal in shares, bonds, notes, debentures, or other securities or evidences of indebtedness of any person, firm, corporation, or association and, while the owner or holder of them, to exercise all rights, powers, and privileges of ownership;

(3) To purchase or acquire, own, hold, use, lease (either as lessor or lessee), sell, exchange, assign, convey, dispose of, mortgage, hypothecate, or encumber real and personal property;

(4) To borrow money, incur indebtedness,

and to secure repayment by mortgage, pledge, deed of trust, or other hypothecation of property, both real and personal;

(5) To enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit on amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government (foreign or domestic), or other municipal or governmental subdivision; and.

(6) To do all things necessary, expedient, or appropriate to the accomplishment of any of the objects and purposes for which this corporation is formed.

Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in activities that in themselves are not in furtherance of the purposes set forth in subparagraph (a) of this Article II.

III

This corporation is organized under the General Nonprofit Corporation Law of the State of California and does not contemplate pecuniary gain or profit to the members thereof and is organized for nonprofit purposes.

IV

The county in this state where the principal office for the transaction of the business of this corpora-

tion is to be located in Los Angeles County.

V

The names and addresses of the persons who are appointed to act in the capacity of directors until the election of their successors are:

	<u>Name</u>	<u>Address</u>
1.	J. H. Guy	:
		:
2.	Alfred Droke	:
3.	Mary Ann Guy	
4.	Florence Painter	
5.	Milton Bloom	
6.	Jess Klubok]
7.	Arlene Karon	

The number of directors may be fixed or changed from time to time by amendment of the Articles of Incorporation of this corporation, or by amendment of the By-Laws of this corporation adopted by the vote or written assent of the members of the corporation entitled to exercise a majority of the voting power, or the vote of a majority of a quorum at a meeting of members called pursuant to the By-Laws.

VI

The authorized number and qualification of members of this corporation, the different classes of membership,

if any, the property, voting, and other rights and privileges of members, and their liability to dues and assessments, and the method of collection of dues and assessments shall be as set forth in the By-Laws.

VII

This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to its members and is organized solely for nonprofit purposes. The property, assets, profits, and net income of this corporation are irrevocably dedicated to charitable purposes, and no part of the profits or net income of this corporation shall ever inure to the benefit of any director, officer, or member or to the benefit of any private shareholder or individual. On the dissolution or winding up of this corporation, its assets remaining after payment of, or provisions for payment of, all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its tax-exempt status under §501(c)(3) of the Internal Revenue Code of 1954, as amended, and §23701(d) of the California Revenue and Taxation Code.

VIII

Notwithstanding any other provision in these

Articles of Incorporation, the corporation shall be subject to the following limitations and restrictions:

(a) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(b) The corporation shall not engage in any act of self-dealing as defined in §4921(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(c) The corporation shall not retain any excess business holdings as defined in §4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

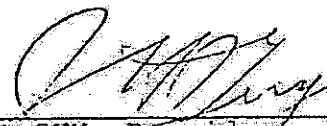
(d) The corporation shall not make any investments in such manner as to subject it to tax under §4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(e) The corporation shall not make any taxable expenditures as defined in §4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

IX

The name of the unincorporated association
that is being incorporated is LOS ANGELES GREATER
OPPORTUNITIES FOR ADVANCED LIVING (L.A.GOAL) .

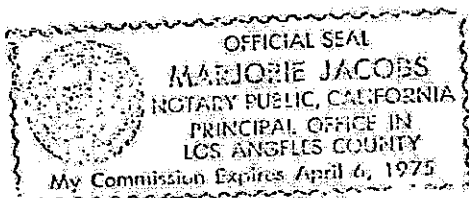
IN WITNESS WHEREOF, the undersigned, being the President and Secretary, respectively, of LOS ANGELES GREATER OPPORTUNITIES FOR ADVANCED LIVING (I.A.GOAL), the unincorporated association that is being incorporated by these Articles of Incorporation, have executed them this Dec 15th, 1972.



J. H. GUY, President


MARY ANN GUY, Secretary

STATE OF CALIFORNIA)
) SS
COUNTY OF LOS ANGELES)

On this Dec 20, 1972, before me, the undersigned, a Notary Public, personally appeared J. H. GUY and MARY ANN GUY, to be the persons whose names are subscribed to these Articles of Incorporation, and acknowledged to me that they executed them.




Notary Public for the State
of California

My commission expires

April 6, 1975

AFFIDAVIT

STATE OF CALIFORNIA)
) SS
COUNTY OF LOS ANGELES)

J. H. GUY and MARY ANN GUY, being first sworn,
each for himself, says:

That J. H. GUY is the President and that MARY ANN
GUY is the Secretary of LOS ANGELES GREATER OPPORTUNITIES
FOR ADVANCED LIVING (L.A.GOAL), the unincorporated associ-
ation mentioned in the foregoing Articles of Incorporation;
that the association has authorized its incorporation and
has authorized the undersigned, as the officers, to execute
the Articles of Incorporation.

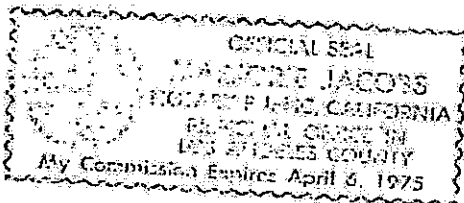
J. H. GUY

MARY ANN GUY

Subscribed and sworn to before me on December 26,
1972.

Margaret Jacobs
Notary Public for the State
of California

My commission expires
April 6, 1975



(Amended and Restated through February 15, 2011)

**BYLAWS
OF
L.A. GOAL
A NONPROFIT CORPORATION**

**ORGANIZED AS A NONPROFIT PUBLIC BENEFIT CORPORATION UNDER THE
CALIFORNIA NONPROFIT CORPORATION LAW**

**ARTICLE 1
OFFICERS**

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located in Los Angeles County, California, at such place as the Board of Directors shall from time to time determine.

SECTION 2. CHANGE OF ADDRESS

The county of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county.

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors, may, from time to time, designate.

**ARTICLE 2
PURPOSES**

SECTION 1. OBJECTIVES AND PURPOSES

The primary objectives and purpose of this corporation shall be to aid adults with developmental disabilities who are in some way handicapped in their abilities to function independently in society, and to offer functional education and training which

will permit their fullest participation in the social and economic life of the community, as more fully set forth in the corporation's Articles of Incorporation.

SECTION 2. ASSISTANCE TO ADULTS WITH DEVELOPMENTAL DISABILITIES

Members will be adults with developmental disabilities who are in some way handicapped in their abilities to function independently in society. Members shall be accepted for service by the Executive Director based on guidelines approved by the Board of Directors. For the purpose of accepting Members, consultation and cooperation with agencies interested with serving this population will be sought and utilized when and as deemed necessary or appropriate by the Executive Director in consultation with the Board of Directors. As used herein, the term "Member" shall refer only to persons who are accepted for services provided by the corporation. Such term shall not have the meaning ascribed to such term under the California Nonprofit Public Benefit Corporation Law. The corporation shall have no members within the meaning of such law. As used herein, the term "service" shall refer to the function/education, training and other forms of assistance rendered by this corporation in order to aid adults with developmental disabilities who are over the age of 18 in achieving their fullest participation in the social and economic life of the community.

ARTICLE 3 DIRECTORS

SECTION 1. NUMBER

The corporation shall not have less than seven (7) nor more than thirteen (13) directors and collectively they shall be known as the Board of Directors. The exact number of directors, within limits specified in the preceding sentence, shall be fixed by the Board of Directors. The minimum and maximum number of directors may be changed by amendment of this Bylaw, or by repeal of the Bylaw and adoption of a new Bylaw, as provided in these Bylaws. Notwithstanding the foregoing but subject to the right to remove any director pursuant to the Articles of Incorporation, these Bylaws and the California Nonprofit Public Benefit Corporation Law, no reduction in the authorized number of directors shall effect a removal of any director prior to the expiration of such director's term of office.

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws relating to action

required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3. DUTIES

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of the officers, agents, and employees of the corporation;
- (c) Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws; and
- (e) Register their addresses with the Secretary of the corporation and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

SECTION 4. TERMS OF OFFICE

Each director shall hold office until the next annual meeting for election of the Board of Directors as specified in these Bylaws, and until his or her successor is elected and qualifies.

SECTION 5. COMPENSATION

Directors shall serve without compensation unless a majority of the Board of Directors shall provide otherwise and except that the directors shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in the Section 3 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity other than director unless such other compensation is reasonable and is allowable under the provisions of Section 6 of this Article. The foregoing shall in no manner restrict directors

of their affiliates from providing property or rendering services to the corporation for no consideration.

SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board of Directors may be interested persons. For the purposes of this Section, "interested persons" means either:

- (a) Any person currently being compensated by the corporation for services rendered within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or
- (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

SECTION 7. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such place within or without the State of California which has been designated from time to time by resolution of the board of directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all directors given either before or after the meeting and filed with the secretary of the corporation or after all board members have been given written notice of the meeting as hereinafter provided for special meetings of the board.

Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

- (a) Each director participating in the meeting can communicate with all of the other directors concurrently;

- (b) Each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and
- (c) The corporation adopts and implements some means of verifying (1) that all persons participating in the meeting are directors of the corporation or are otherwise entitled to participate in the meeting, and (2) that all actions of, or votes by, the board are taken and cast only by directors and not by persons who are not directors.

SECTION 8. REGULAR AND ANNUAL MEETINGS

Regular meetings of the Board of Directors shall be held on the third Tuesday of each month other than August and December at 6:30 p.m., unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the next business day.

At the annual meeting of directors held on the third Tuesday of May, directors shall be elected by the Board of Directors in accordance with this section. Cumulating voting by directors for the election of directors shall not be permitted. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each director shall cast one vote, with voting being by written ballot only.

SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President, the Executive Director, a Vice President, the Secretary, or by any two directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

SECTION 10. NOTICE OF MEETINGS

Regular meetings of the Board of Directors may be held without notice. Special meetings of the Board of Directors shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone or e-mail. If sent by mail or e-mail, the notice shall be deemed to be delivered on its deposit in the mail or on its delivery. Such notices shall be addressed to each director at his or her address as shown on the books of the corporation pursuant to Section 3(e) of this Article. Notice of the time and place of holding an adjourned meeting need not be given

to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

SECTION 11. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day, and hour of the meeting. The purpose of any meeting of the Board of Directors need not be specified in the notice.

SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof, and each director present and required for such quorum who did not receive notice attends such meeting without protesting, either prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 13. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the Board of Directors.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board of Directors at any meeting at which a quorum is not present, and the only motion which the chairperson of such meeting shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board of Directors.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any such action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law or the Articles of Incorporation or Bylaws of this corporation.

SECTION 14. MAJORITY ACTION AS A BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233) and indemnification of directors (Section 5238(e)), require a greater percentage or different voting rules for approval of a matter by the Board of Directors.

SECTION 15. CONDUCT OF MEETINGS

Unless another person is specifically appointed as chairperson of a meeting of the Board of Directors, meetings of the Board of Directors shall be presided over by the President or, if no such person has been so designated or in his or her absence, by the Executive Director of the corporation or, in his or her absence, by the Vice President of the corporation holding the most seniority in office or, in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Board of Directors, provided that, on his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by Roberts' Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

SECTION 16. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board of

Directors shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the Board of Directors" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 17. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of the court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 of the California Nonprofit Public Benefit Corporation Law.

Directors may be removed without cause by a majority of the directors then in office. Any director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the Board of Directors may be filled by approval of the Board of Directors or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining director.

A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors and until his or her successor is elected and qualifies or until his or her death, resignation or removal from office.

SECTION 18. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation and the liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permitted under California law.

SECTION 19. INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each person who was or is a party or is threatened to be made a party to or is involved in any proceeding by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the corporation, whether the basis of such proceeding is an alleged action or inaction in an official capacity or in any other capacity while serving as a director or officer, shall, subject to the terms of any agreement between the corporation and such person, be indemnified and held harmless by the corporation to the fullest extent permissible under California law (including Section 5238 of the California Nonprofit Public Benefit Corporation Law) and the corporation's Articles of Incorporation, against all costs, charges, expenses, liabilities, and losses (including attorney's fees, judgments, fines, ERISA excise tax or penalties, and amounts paid or to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors, and administrators; provided, however, that (a) the corporation shall indemnify such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the corporation or there is a proceeding to seek indemnity hereunder or under any other agreement with the corporation in which such person is successful (in whole or in part). (b) the corporation shall indemnify such person seeking indemnification in connection with a proceeding (or part thereof) other than a proceeding by or in the name of the corporation to procure a judgment in its favor only if any settlement of such a proceeding is approved in writing by the corporation, and (c) no such person shall be indemnified (i) except to the extent that the aggregate losses to be indemnified exceeds the amount of such losses for which the director or officer is paid pursuant to any directors' and officers' (or similar) liability insurance policy maintained by the corporation; (ii) if a court of competent jurisdiction finally determines that any indemnification hereunder is unlawful; (iii) for acts and omissions involving intentional misconduct or knowing and culpable violation of law; (iv) for acts or omissions that the director or officer believes to be contrary to the best interests of the corporation or that involve the absence of good faith on the part of the director or officer; (v) for any transaction for which the director or officer derived an improper personal benefit; (vi) for acts or omissions that show a reckless disregard for

the director or officer's duty to the corporation in circumstances in which the director of officer was aware, or should have been aware, in the ordinary course of performing his or her duties, of a risk of serious injury to the corporation; (vii) for acts or omissions that constitute an unexcused pattern of inattention that amounts to an abdication of the director's or officer's duties to the corporation; (viii) for costs, charges, expenses, liabilities and losses arising under Section 5237 of the California Nonprofit Public Benefit Corporation Law; and (ix) as to circumstances in which indemnity is expressly prohibited by Section 5238 of the California Nonprofit Public Benefit Corporation Law. The right to indemnification conferred in this Section 19 shall be a contract right and shall include the right to be paid by the corporation for expenses incurred in defending any proceeding in advance of its final disposition; provided, however, that if the California Nonprofit Public Benefit Law requires the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, such advances shall be made only upon delivery to the corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts to the corporation if it shall be ultimately determined that such person is not entitled to be indemnified. For the purposes of this Article 3, "agent" means any person who is or was a director, officer, employee, or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise (including service with respect to employee benefit plans), or was a director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending, or completed action, suit or proceeding, whether formal or informal and whether civil, criminal, administrative, or investigative (by or in the right of the corporation to procure a judgment in its favor, a proceeding brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or a proceeding brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in a charitable trust); and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification.

SECTION 20. INDEMNIFICATION OF OTHER AGENTS

A person who was or is a party or is threatened to be made a party to or is involved in any proceedings by reason of the fact that he or she is or was an agent of the corporation or is or was serving at the request of the corporation as an agent of other

enterprise, including service with respect to employee benefit plans, whether the basis of such action is an alleged action or inaction in an official capacity or in any other capacity while serving as an agent, may, subject to the terms of any agreement between the corporation and such person, be indemnified and held harmless by the corporation to the fullest extent permitted by California law (including Section 5238 of the California Nonprofit Public Benefit Corporation Law) and the corporation's Articles of Incorporation, against all costs, charges, expenses, liabilities, and losses (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement), actually and reasonably incurred or suffered by such person in connection therewith. The immediately preceding sentence is not intended to be and shall not be considered to confer a contract right on any agent (other than directors and officers) of the corporation.

SECTION 21. RIGHT OF DIRECTORS AND OFFICERS TO BRING SUIT

If a claim under Section 19 of this Article 3 is not paid in full by the corporation within 30 days after a written claim has been received by the corporation, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall also be entitled to be paid the expense of prosecuting such claim. Neither the failure of the corporation (through its Board of Directors) to have made a determination prior to the commencement of such action that indemnification of the claimant is permissible in the circumstances because he or she has met the applicable standard of conduct, if any, nor an actual determination by the corporation (through its Board of Directors) that the claimant has not met the applicable standard of conduct, shall be a defense to the action or create a presumption for the purpose of an action that the claimant has not met the applicable standard of conduct.

SECTION 22. INDEMNIFICATION AGAINST EXPENSES

To the extent that a director or officer of the corporation has been successful on the merits in defense of any proceeding referred to in Section 19 of this Article 3 or in defense of any claim, issue, or matter therein, the director or officer shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by the director or officer in connection therewith.

SECTION 23. ADVANCE OF EXPENSES

Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or

on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article 3.

SECTION 24. NON-EXCLUSIVITY OF RIGHTS

The right to indemnification provided by this Article 3 shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, bylaw, agreement, vote of disinterested directors, or otherwise.

SECTION 25. EXPENSES AS A WITNESS

To the extent that any agent of the corporation is by reason of such position, or a position with another entity at the request of the corporation, a witness in any proceeding, he or she shall be indemnified against all costs and expenses actually and reasonably incurred by him or her on his or her behalf in connection therewith.

SECTION 26. INDEMNITY AGREEMENTS

The corporation may enter into agreements with any agent of the corporation providing for indemnification to the fullest extent permissible under California law and the corporation's Articles of Incorporation.

SECTION 27. NONCOMPENSATED AND VOLUNTEER DIRECTORS AND OFFICERS

The personal liability of any director, officer, or other person who serves in the capacity (including any director, officer, or other person who serves in like capacity who is a volunteer or serves without compensation within the meaning of Section 5047.5 of the California Nonprofit Corporation Law or Section 5239 of the California Nonprofit Public Benefit Corporation Law), for such person's acts or omissions in the performance of that person's duties as a director, officer, or similar agent shall be limited to the fullest extent permitted by law, including Section 5047.5 of the California Nonprofit Corporation Law or Section 5239 of the California Nonprofit Public Benefit Corporation Law.

SECTION 28. INSURANCE FOR CORPORATE AGENTS

The corporation shall have the power to purchase and maintain insurance on behalf of any agent of the corporation against any liability other than for violating the provisions of Section 5233 of the California Nonprofit Public Benefit Corporation Law (relating to

self-dealing) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

The corporation shall make all reasonable efforts in good faith to obtain one or more liability insurance policies issued to the corporation in the form of a general liability policy or a director's and officer's liability policy or issued personally to the directors and executive officers as a general liability policy covering such persons' acts and omissions as directors and executive officers of the corporation. Such efforts shall include, at a minimum, the making of one inquiry per year to purchase a general liability insurance policy with an amount of coverage of at least \$500,000 at a reasonable cost (which is estimated to be 5% or less of the corporation's previous year's annual budget). The Board of Directors shall review annually the coverage amounts and cost.

SECTION 29. FIDUCIARIES OF EMPLOYEE BENEFIT PLANS

This Article 3 does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the corporation. The corporation shall have power to indemnify such trustee, investment manager, or other fiduciary to the fullest extent permitted by law, including subdivision (f) of Section 207 of the California General Corporation Law.

SECTION 30. CHAPTER 42 TAXES

In no case shall the corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code of 1986, as amended (the "Code"). Further, if at any time the corporation is deemed to be a private foundation within the meaning of Section 509 of the Code then, during such time, no payment shall be made under this Article 3 if such payment should constitute an act of self-dealing or a taxable expenditure, as defined in Sections 4941(d) or 4945(d), respectively, of the Code.

SECTION 31. SEPARABILITY

Each and every paragraph, sentence, term, and provision of this Article 3 is separate and distinct so that if any paragraph, sentence, term, or provision hereof shall be held to be invalid or unenforceable for any reason, such invalidity or unenforceability shall not affect the validity or enforceability of any other paragraph, sentence, term, or provision

thereof. To the extent required, any paragraph, sentence, term, or provision of this Article 3 may be modified by a court of competent jurisdiction to preserve its validity and to provide the claimant with, subject to the limitations set forth in this Article 3 and any agreement between the corporation and claimant, the broadest possible indemnification permitted under applicable law.

SECTION 32. EFFECT OR REPEAL OR MODIFICATION

Any repeal or modification of this Article 3 shall not adversely affect any right of indemnification of a director or officer existing at the time of such repeal or modification with respect to any action or omission occurring prior to such repeal or modification.

ARTICLE 4 OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the corporation shall be a President, an Executive Director, a Secretary, and a chief financial officer who shall be designated the Treasurer. The corporation may also have, as determined by the Board of Directors, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as President.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any person may serve as an officer of this corporation. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 3. SUBORDINATE OFFICERS

The Board of Directors may appoint such other officers as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a written contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board of Directors shall fill the vacancy. Vacancies occurring in offices appointed at the discretion of the Board of Directors may or may not be filled as the Board of Directors shall determine.

SECTION 6. DUTIES OF THE PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as chairperson of a meeting of the Board of Directors, the President shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she may, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 7. DUTIES OF THE EXECUTIVE DIRECTOR

The Executive Director shall be the chief operating officer of the corporation and shall, subject to the control of the Board of Directors and the President, supervise and control the day to day operations of the corporation and the activities of the officers other than the President. He or she shall perform all duties incident to his or her office and such

other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors or the President within his or her authority under the Articles of Incorporation of this corporation, these Bylaws, or action of the Board of Directors. In the absence of the President, or in the event of his or her inability or refusal to act, the Executive Director shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she may, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 8. DUTIES OF VICE PRESIDENT(S)

In the absence of the President and the Executive Director (with respect to the President) or the Executive Director (with respect to the Executive Director), or in the event of his, her, or their inability or refusal to act (as applicable), the Vice President or Vice Presidents shall perform all the duties of the President or the Executive Director, as applicable, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President or the Executive Director, as applicable. In the event there shall at any time be more than one Vice President of the corporation, such powers shall be exercised by the Vice President holding the most seniority in office, or in the event of his or her inability or refusal to act, by the other Vice Presidents in declining order of seniority in office. The Vice Presidents shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 9. DUTIES OF SECRETARY

The Secretary shall:

- (a) Certify and keep at the principal office of the corporation the original, or a copy of these Bylaws as amended or otherwise altered to date;
- (b) Keep at the principal office of the corporation or at such other place as the Board of Directors may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of standing committees of directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;

- (c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (d) Be custodian of the records of the corporation;
- (e) Exhibit at all reasonable times to any director of the corporation , or to his or her agent or attorney, on request therefor, the Bylaws and the minutes of the proceedings of the directors of the corporation, and;
- (f) In general, perform all the duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10. DUTIES OF TREASURER

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits, and Funds," the Treasurer shall:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors;
- (b) Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever;
- (c) Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements;
- (d) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets liabilities, receipts, disbursements, gains and losses;
- (e) Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor;

- (f) Render to the President and directors, whenever requested, an account of any or all of the corporation's transactions effected by him or her as Treasurer and of the financial condition of the corporation;
- (g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports; and
- (h) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 11. COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation; provided, however, that such compensation paid a director for serving as an officer of this corporation shall only be allowed if permitted under the provisions of Article 3, Section 6 of these Bylaws. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered for the corporation which relate to the performance of the charitable purposes of this corporation.

ARTICLE 5 STANDING COMMITTEES

SECTION 1. STANDING COMMITTEES

The Board of Directors may, by a majority vote of directors, create one or more standing committees, each consisting of two (2) or more directors (who may also be serving as officers of this corporation), to serve at the pleasure of the Board of Directors. The Board of Directors may appoint one or more directors as alternate members of any such standing committee, who may replace any absent member at any meeting of the standing committee. The Board of Directors may delegate to such standing committees any of the powers and authority of the Board of Directors in the management of the business and affairs of the corporation, except with respect to:

- (a) The approval of any action for which the California Nonprofit Public Benefit Corporation Law requires approval of the Board of Directors or of a majority of the Board of Directors;

- (b) The filling of vacancies on the Board of Directors or on any standing committee which has the authority of the Board of Directors;
- (c) The fixing of compensation of the directors for serving on the Board of Directors or on any standing committee;
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- (e) The amendment or repeal or any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (f) The appointment of standing committees of the Board of Directors or the members thereof;
- (g) The expenditure of corporate funds to support a nominee for director after there are more persons nominated for director than can be elected; or
- (h) The approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its members then in office, the Board of Directors may at any time revoke or modify any or all of the authority so delegated to any such standing committee, increase or decrease (but not below two (2)) the number of its members, and fill vacancies therein from the members of the Board of Directors. Each standing committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board of Directors from time to time as the Board of Directors may require.

SECTION 2. MEETINGS AND ACTIONS OF STANDING COMMITTEES

Meetings and action of standing committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the standing committee and its members for the Board of Directors and its members, except that the time for regular meetings of standing committees may be fixed by resolution of the Board of Directors or by the standing committee. The time for special meetings of standing committees may also be fixed by

the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of standing committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 6

EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, check, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation.

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS

The board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

SECTION 5. LOANS

The corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer, unless approved by the Attorney General; provided, however, that the corporation may advance money to a director or officer of

the corporation or of its parent or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such director or officer, provided that in the absence of such advance, such director or officer would be entitled to be reimbursed for such expenses by the corporation, its parent, or any subsidiary. The provisions of this Section 5 do not apply to: (1) advances authorized under Section 19 or Section 23 of Article 3, (2) the payment of premiums in whole or in part by the corporation on a life insurance policy of a director or officer so long as repayment to the corporation of the amount paid by it is secured by the proceeds of the policy and its cash surrender value; or (3) a loan of money to or for the benefit of an officer in circumstances where it is necessary, in the judgment of the Board of Directors, to provide financing for the purchase of the principal residence of the officer in order to secure the services or continued services of the officer and the loan is secured by real property located in the State of California.

ARTICLE 7 CORPORATE RECORDS AND REPORTS

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office in the State of California:

- (a) Minutes of all meetings of directors and standing committees of the Board of Directors, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- (c) A copy of the corporation's Articles of Incorporation and Bylaws as amended.

SECTION 2. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books records, and documents of every kind and to inspect the Physical properties of the corporation.

SECTION 3. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or by attorney and the right to inspection includes the right to copy and make extracts.

SECTION 4. ANNUAL REPORT

The Board of Directors shall cause an annual report to be prepared and furnished to all directors of the corporation not later than one hundred twenty (120) days after the close of the corporation's fiscal year, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year; and
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

The financial statements contained in the annual report shall be accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of the corporation that such financial statements contained in the annual report were prepared without audit from the books and records of the corporation.

ARTICLE 8 FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

**ARTICLE 9
AMENDMENT OF BYLAWS**

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of nonprofit public benefit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

**ARTICLE 10
AMENDMENT OF ARTICLES**

SECTION 1. AMENDMENT OF ARTICLES

Any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

SECTION 2. CERTAIN AMENDMENTS

Notwithstanding Section 1 of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first directors of this corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

**ARTICLE 11
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

**SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS
AND ASSETS**

No director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation; provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable services, provided that such compensation is otherwise permitted by these Bylaws and is fixed

by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, or receive, any of the corporate assets on dissolution of the corporation.

ARTICLE 12 MEMBERS

SECTION 1. DETERMINATION OF MEMBERS

This corporation shall have no members within the meaning of Section 5056 of the California Nonprofit Public Benefit Corporation Law. Pursuant to Section 5310(b) of the California Nonprofit Public Benefit Corporation Law, any action that would otherwise, under law or the provisions of the Articles of Incorporation or Bylaws of this corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the Board of Directors.

ARTICLE 13 CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES

SECTION 1. PURPOSE OF CONFLICT OF INTEREST POLICY

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION 2. DEFINITIONS

(a) Interested Person

Any director, principal officer, member of a standing committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
2. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph b, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or standing committee decides that a conflict of interest exists.

SECTION 3. CONFLICT OF INTEREST AVOIDANCE PRODEDURES

(a) Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of standing committees with governing board delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or standing committee meeting while the determination of a conflict of interest is

discussed and voted upon. The remaining board or standing committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest

An interested person may make a presentation at the governing board or standing committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or standing committee shall, if appropriate, appoint a disinterested person or standing committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or standing committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or standing committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy

If the governing board or standing committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or standing committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 4. RECORDS OF BOARD AND BOARD STANDING COMMITTEE PROCEEDINGS

The minutes of meetings of the governing board and all standing committees with board delegated powers shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or standing committee's decision as to whether a conflict of interest in fact existed.
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

SECTION 5. COMPENSATION APPROVAL POLICIES

A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any standing committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any standing committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any standing committee regarding compensation.

When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted standing compensation committee of the board shall also comply with the following additional requirements and procedures:

- (a) The terms of compensation shall be approved by the board or standing compensation committee prior to the first payment of compensation.
- (b) All members of the board or standing compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or standing committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):
 - 1. Is not the person who is the subject of compensation arrangement, or a family member of such person;
 - 2. Is not in an employment relationship subject to the direction or control of the person who is the subject of compensation arrangement
 - 3. Does not receive compensation or other payments subject to approval by the person who is the subject of compensation arrangement
 - 4. Has no material financial interest affected by the compensation arrangement; and
 - 5. Does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or standing committee member.
- (c) The board or standing compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
 - 1. Compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size and purpose and with similar resources;
 - 2. The availability of similar services in the geographic area of this organization;

3. Current compensation surveys compiled by independent firms; and
4. Actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or standing compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

- (d) The terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or standing compensation committee that approved the compensation. Such documentation shall include:
1. The terms of the compensation arrangement and the date it was approved;
 2. The members of the board or standing compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or standing committee member;
 3. The comparability data obtained and relied upon and how the data was obtained.
 4. If the board or standing compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or standing committee shall record in the minutes of the meeting the basis for its determination.
 5. If the board or standing committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or standing committee meeting.
 6. Any actions taken with respect to determining if a board or standing committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the

member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement).

7. The minutes of board or standing committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or standing committee meeting or 60 days after the final actions of the board or standing committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and standing committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or standing committee meeting following final action on the arrangement by the board or standing committee.

SECTION 6. ANNUAL STATEMENTS

Each director, principal officer, and member of a standing committee with governing board delegated powers shall annually sign a statement which affirms such person:

- (a) Has received a copy of the conflicts of interest policy,
- (b) Has read and understands the policy,
- (c) Has agreed to comply with the policy, and
- (d) Understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION 7. PERIODIC REVIEWS

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

SECTION 8. USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Section 7, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE 14 MISCELLANEOUS

SECTION 1. STATUTORY REFERENCES

All references in these Bylaws to statutes, rules, regulations, and similar legislative action shall include such statutes, rules, regulations, and similar legislative action as now in effect or as hereafter amended or supplemented and shall also include any successor statutes, rules, regulations, and similar legislative actions.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation.

Dated: February 15, 2011

Pam Schulz, Secretary

L.A. GOAL

Executive Director
Petite Konstantin, MPA

L.A. GOAL's Board of Directors

President
Peter Wendel

Secretary
Dora Rivas

Terms of Office (Section 4, Page 3, of L.A. GOAL's Bylaws, Rev 2/15/11)

"Each director shall hold office until the next annual meeting for election of the Board of Directors as specified in these Bylaws, and until his or her successor is elected and qualifies."

FRANCHISE TAX BOARD

SACRAMENTO, CALIFORNIA 95847

February 1, 1973

In reply refer to
FO:JCS:ch

Los Angeles Greater Opportunities for Advanced
Living (L.A. Goal), A Non-Profit Corporation
c/o M. Jacobs

Purpose: Charitable and Educational
Form of Organization: Corporation
Accounting Period Ending: May 31
Organization Number:

Gentlemen:

Based on the information submitted and provided your present operations continue unchanged or conform to those proposed in your application, you are exempt from State franchise or income tax under Section 23701d, Revenue and Taxation Code. Any change in operation, character or purpose of the organization must be reported immediately to this office so that we may determine the effect on your exempt status. Any change of name or address also must be reported.

You are required to file Form 199 (Exempt Organization Annual Information Return) or Form 199B (Exempt Organization Annual Information Statement) on or before the 15th day of the 5th month (4-1/2 months) after the close of your accounting period. See annual instructions with forms for requirements.

You are not required to file state franchise or income tax returns unless you have income subject to the unrelated business income tax under Section 23731 of the Code. In this event, you are required to file Form 109 (Exempt Organization Business Income Tax Return) by the 15th day of the 3rd month (2-1/2 months) after the close of your annual accounting period.

Contributions made to you are deductible by donor as provided by Sections 17214 through 17216.2 and 24357 through 24359 of the Code, unless your purpose is testing for Public Safety.

If the organization is incorporating or is a foreign corporation qualifying to do business in California, this approval will expire unless incorporation or qualification is completed within 30 days.

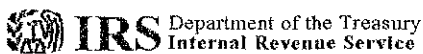
Exemption from federal income or other taxes and other state taxes requires separate applications.

James C. Stewart
James C. Stewart
Counsel

This exemption is issued on the condition that a federal exemption will be applied for and a copy of the final determination letter is furnished to this office.

☒ cc: Secretary of State (Corp)
cc: Registrar of Charitable Trusts

FEB 4 1973 (1-72)



Department of the Treasury
Internal Revenue Service
P.O. Box 2508
Cincinnati OH 45201

In reply refer to: 0248462390
Oct. 18, 2012 LTR 4168C E0
23-7269692 000000 00

00018404
BODC: TE

LA GOAL
4911 OVERLAND AVE
CULVER CITY CA 90230-4202



021500

Employer Identification Number:
Person to Contact: MR. PATTERSON
Toll Free Telephone Number: 1-877-829-5500

Dear TAXPAYER:

This is in response to your Oct. 09, 2012, request for information regarding your tax-exempt status.

Our records indicate that you were recognized as exempt under section 501(c)(3) of the Internal Revenue Code in a determination letter issued in APRIL 1973.

Our records also indicate that you are not a private foundation within the meaning of section 509(a) of the Code because you are described in section 509(a)(2).

Donors may deduct contributions to you as provided in section 170 of the Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for Federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

Please refer to our website www.irs.gov/eo for information regarding filing requirements. Specifically, section 6033(j) of the Code provides that failure to file an annual information return for three consecutive years results in revocation of tax-exempt status as of the filing due date of the third return for organizations required to file. We will publish a list of organizations whose tax-exempt status was revoked under section 6033(j) of the Code on our website beginning in early 2011.

FORM 53-A
(3-59)
PAID SUB

NOTICE OF EMPLOYER
IDENTIFICATION NUMBER

Please note a separate
card at this number for
use in case this card
should be lost.

8-21-73

~~Los Angeles Greater Opportunities for Advanced Living~~
(L.A. Goal), a Non-Profit Corp.

The Identification Number shown above will be used by the Internal Revenue Service to identify your Federal tax returns, and other documents, i.e., 1120, 940, 941, etc., and your payments of the taxes reported on such returns. Your Identification Number should be shown on such returns, documents, and on any related forms or correspondence.